

By-Laws (Amended 8-12-06)

The Missouri Film Alliance of Springfield

Article I. NAME OF ORGANIZATION

The name of the organization shall be The Missouri Film Alliance of Springfield, which is a non-profit corporation, referred to in these bylaws as the Alliance.

Article II. LOCATION OF OFFICE

The principal office of the Alliance shall be in the city of Springfield, county of Greene, state of Missouri.

Article III. MISSION STATEMENT

The Alliance is a membership non-profit organization with a mission to stimulate, support and celebrate film, television, and all other moving media in the state of Missouri. The goals are to provide education and to raise awareness of the economic advantages to producing media in Missouri and to provide a forum for the exchange of creative ideas and information. As a membership organization of artists, arts supporters, writers, scholars and businesses, the Alliance cultivates community through collaboration.

Article IV. ALLIANCE STRUCTURE

Section IV.1 The structure of the Alliance shall consist of the following:

The Board of Directors is composed of no less than nine and no more than 15 members. It shall consist of the following.

1. President
2. Executive Vice President
3. 2nd Vice President

4. 3rd Vice President
5. Executive Secretary
6. Treasurer
7. Immediate Past President
8. Members at Large (At least two, but no more than 8)

Section IV.2 Committees

Section IV.3 Membership

Section IV.4 Advisory Board (Composed of past board members and additional appointments by the Board of Directors as needed)

Article V. MEMBERSHIP

Section V.1 The membership of the Alliance shall be divided into six (6) levels of members hereby created and defined as:

1. Enthusiast
2. Associate
3. Professional
4. Business
5. Benefactor
6. Founding

Membership dues shall be assessed according to Article VI.

Section V.2 Definitions of membership levels:

1. Enthusiast level is for film and moving media supporters who also support the mission and goals of the Alliance.
2. Associate level is for non-professionals working in a field related to film/moving media.
3. Professional level is reserved for those who have one professional (paying) body of work or have worked on five amateur bodies of work (non-paying)
4. Business level is reserved for all businesses, associations and organizations
5. Benefactor level is open to any individual, entity, or business that would like to donate and therefore support the mission and goals of the Alliance. Minimums will apply.
6. Founding membership is open to any individual, entity, or business that joins the Alliance between October 30, 2004 and October 1, 2005.

Section V.3 Application

Prospective members shall submit the appropriate written application for membership in the Alliance as provided by the membership services and recruitment committee along with an initial processing fee which shall be determined by the Board of Directors from time to time. Members are eligible to vote 30 days after initial membership dues have been paid. Once membership has been established by payment of dues and the waiting period, any member age 18 and over in good standing shall be entitled to vote on any issue put before the membership. Prospective members under the age of 18 must have notarized signature from parent or guardian and shall have no voting rights.

Section V.4 Roll of Members

An alphabetical list of the names along with mailing addresses, telephone numbers and email addresses of all current members of the Alliance in the different levels of membership shall be maintained by the Alliance Secretary and shall be provided to the membership of the Alliance at least once annually.

Section V.6 Resignation of Membership

Any member desiring to resign as a member of the Alliance shall do so by written notice to the President or non-renewal of membership. No resignation or termination shall relieve any member from payment of monies due the Alliance at the time of resignation or termination.

Section V.7 Voting Rights of Members

1. All members age 18 and over have the right to vote for and elect officers and members of the Board of Directors of the Alliance and the right to vote on any matter submitted to a vote of the membership of the Alliance.
2. Majority Action – Every act or decision done or made by a majority of the membership in person or by proxy at a duly held membership meeting at which a quorum is present is the act of the full membership unless the Law, the Articles of Incorporation of the Alliance or the bylaws require a greater number.
3. Proxy Voting – Any member age 18 and over may authorize any other member age 18 or over to cast votes by proxy at any membership meeting or on any specific order of business except as restricted elsewhere in these bylaws. The proxy must be written, signed and dated, and confined to one meeting and/or one specific order of business. Such proxy must be delivered to the Executive Secretary of the Alliance at least 24 hours prior to the polling of the vote and must be accompanied by proper identification and/or documentation.

SAMPLE

I hereby appoint _____, a paid member of the Missouri

(Proxy's Full Name)

Film Alliance of Springfield, as my proxy, with the powers I would possess if personally present, in accordance with the by-laws of the Missouri Film Alliance of Springfield. The proxy may vote on my behalf at the Membership Meeting to be held at:

_____ On _____

(Location) (Date)

and at any adjournment and postponement thereof, upon all subjects that may properly come before the meeting, and in accordance with my instructions below. In the event that any other matter may properly come before the meeting, or any adjournment or postponement thereof, the proxy is authorized to vote such matter in his/her discretion. I hereby revoke all previous proxies given to vote at the Membership meetings or any adjournment or postponement thereof.

Signed _____

Dated _____

This proxy ballot must be received by the Executive Secretary of the Missouri Film Alliance of Springfield,
_____, at least 24 hours prior to the Membership meeting referenced above.

IMPORTANT NOTICE

All Membership meeting attendees may be asked to present a valid government-issued photo identification (federal, state, or local) such as a driver's license or passport with valid membership card. In addition, video and audio recording devices and other electronic devices will not be permitted at the Membership meetings without written, prior approval.

Article VI. DUES AND ASSESSMENTS

Section VI.1 The membership dues shall be such sum as shall from time to time be determined by the board of directors and such dues shall be paid to the Alliance and thereafter on or before October 1 in each and every year.

Section VI.2 Any member of the Alliance allowing his or her membership to remain unpaid after the renewal date shall be removed from the roll.

Section VI.3 If any person ceases to be a member of the Alliance for any reason, he or she will not be entitled to a return of the membership dues or any portion thereof.

Article VII. GOVERNING AUTHORITY

Section VII.1 The affairs of the Alliance shall be governed by its membership in accordance with the Articles of Incorporation and the policies of the Alliance in the following manner.

1. Through action taken in membership meetings.
2. Through action and decisions of the Board of Directors or officers of the Alliance between membership meetings.

Section VII.2 The Board of Directors of the Alliance as defined in Article IV shall have the authority to:

1. Establish and maintain all committees as the Alliance may authorize or as may be needed to further the objectives of the Alliance
2. Assign to the officers and/or board members supervision of the various committees.
3. Hire the personnel who may be necessary to carry out the objectives of the Alliance and to fix compensation of such personnel within the limitations of the budget approved by the Alliance.
4. Approve expenditures not included in the budget up to five hundred dollars (\$500) without Alliance membership prior approval.
5. Interpret these by-laws except as they may be interpreted by two-thirds vote of members present in a membership meeting.

Section VII.3 Board members shall not be entitled to expenses without prior approval of the Board of Directors. Board Members may be requested to contribute financially above the annual dues requirement while serving in their position. (By-Law Amendment 8-12-06)

Article VIII. ALLIANCE MEETINGS

Section VIII.1 The annual meeting of the Alliance shall be held on the 2nd Saturday in the month of October.

Section VIII.2 Membership meetings of the Alliance shall be held every other month with minimum notice of 30 days given by the Executive Secretary.

Section VIII.3 Board of Directors meetings of the Alliance shall be held monthly with 30 days notice given by the President. Electronic communication tools may be used for the purpose of meetings or polling. The number constituting a quorum shall be a majority. (By-Law Amendment 8-12-06)

Section VIII.4 Special meetings may be called by a majority vote of the Alliance Board of Directors, or by a petition signed by fifty percent of members in good standing two weeks prior to the meeting.

Section VIII.5 Emergency meetings may be called by the President upon forty-eight hours notice to the entire Membership given in any form including information regarding meeting intent. Article X.4a will not apply to the emergency meeting.

Article IX. ALLIANCE COMMITTEES

Section IX.1 The Alliance shall have the following committees:

1. By-Laws and Operations
2. Nomination and Elections
3. Finance, Building, & Assets
4. Membership Services and Recruitment
5. Legal & Legislative
6. Communications
7. Education & Training
8. Health & Safety
9. Equity & Diversity
- 10.Grants
- 11.Fundraising & Merchandising
- 12.Festival
- 13.Outreach and Community Service

Section IX.2 Members of all the committees shall be approved by a majority vote of the Board of Directors annually.

Section IX.3 Presidential appointment or removal of co-chairs of a committee shall be subject to approval of the Board of Directors

Section IX.4 The Board of Directors shall approve vacancies on committees in the same manner.

Section IX.5 A member of any Alliance committee may be removed by majority vote of the Board of Directors. A committee member may also be removed by the action of the Alliance in a membership meeting.

Section IX.6 Duties of the committees.

1. **By-Laws & Operations** shall monitor the operation of the Alliance as it pertains to the by-laws, and consider and propose any and all revisions to the by-laws as may be necessary.
2. **Nomination & Elections** shall conduct all nominations and elections of the Alliance.
3. **Finance, Building & Assets** shall consist of from five (5) to seven (7) members, one of whom shall be the Alliance treasurer.
 1. The Finance committee shall prepare and present annually, a budget for approval of the Alliance membership.
 2. Audit the Alliance books semiannually.
 3. Perform such other duties as may be assigned by the Board of Directors.
4. **Membership Services and Recruitment** shall assist the Officers of the Alliance, Board of Directors and members in recruiting new members and shall process membership applications in accordance with the bylaws of the Alliance.
5. **Legal & Legislative** shall monitor the status of local, state, and federal laws, and regulations as they may relate to the moving picture image industry or to the business of the Alliance. Neither the committee nor its members shall act in place of an attorney at law.
6. **Communications** shall devise and coordinate the relations with the media on behalf of the Alliance and structure and disseminate any and all information for use outside the Alliance under the direction of the Board. The Board of Directors must first approve all information released by the committee. No single member of the committee or any other member of the Alliance may speak for the Alliance, except as approved by the Board of Directors.
7. **Education and Training** shall devise and present programs of educational and informative value for the membership and/or the general public at regular meetings of the Alliance or at any other feasible and appropriate times.

8. **Health & Safety** shall assist in developing the Alliance health and safety programs.
9. **Equity & Diversity** shall be charged with the duty of promoting the interest of minorities and diverse groups in the Alliance.
10. **Grants** shall consist of from 5-7 members, one of which shall be the Alliance Executive Secretary, and shall be chaired by the President. The Grant committee shall prepare and present proposals to various sources for funding, meeting the needs of the Alliance.
11. **Fundraising and Merchandising** shall be responsible for all fund raising events, merchandising products and sales. They shall also work in conjunction with all committee requesting funds not included in budgets and grants.
12. **Festival** committee shall create, manage, maintain and expand an annual film festival as directed by the Board of Directors.
13. **Outreach and Community Service** shall be responsible for building relationships with city officials, rotaries, chambers, businesses, school systems, labor organizations, etc. They shall assist in recruiting volunteers for community service programs as needed. This committee shall be responsible for location scouting, developing a film makers guide for permits, licenses, ordinance, city & county contracts, etc.

Article X. ORDER OF BUSINESS

Section X.1 The order of business at the membership meeting shall be as follows:

1. Call to Order
2. Roll call of officers and directors
3. Correspondence
4. Approval of minutes
5. Report of Officers
6. Report of Directors
7. Report of Committees
8. Old business
9. New business
10. Adjournment

Section X.2 The order of business may be suspended by a two-thirds (2/3) vote of the members present.

Section X.3 The Alliance shall adhere to Robert's Rules of Order for the conduct of all business except as otherwise specified in the by-laws.

Section X.4 The number constituting a quorum shall be any number of members present at an Alliance Membership meeting provided that due notice of the meeting has been given to the membership.

1. "Due notice" shall mean a notice given at least seven (7) days prior to the meeting by announcement via the Alliance Executive Secretary or President.
2. Those present at the committee meeting shall constitute a quorum.

Article XI. OFFICER'S DUTIES

Section XI.1 Alliance officers shall be:

1. President
2. Executive Vice President
3. 2nd Vice President
4. 3rd Vice President
5. Executive Secretary
6. Treasurer

Section XI.2 The duties of the Alliance officers shall be as follows

a. President

1. Executes programs of the Alliance
2. Implements policies of the Alliance
3. Plans and presides at governing board meetings and membership meetings.

4. Supervises work of other officers and all committees

b. Executive Vice President

1. Works under the direction of the President
2. Performs all duties assigned by the Alliance, the Board of Directors or the President.
3. Assumes Presidency if President's office becomes vacant.
4. Assumes all duties of President if the President is temporarily unable to serve.

3. 2nd Vice President

1. Works under the direction of the President and the Board of Directors
2. Performs all duties assigned by the Alliance, the Board of Directors or the President

4. 3rd Vice President

1. Works under the direction of the President and the Board of Directors.
2. Performs all duties assigned by the Alliance, the Board of Directors or the President

5. Executive Secretary

1. Keeps membership records
2. Takes minutes of all meetings
3. Handles correspondence.
4. Maintains files
5. Reports to the Membership of all new members

6. Treasurer

1. Oversees the Alliance assets
2. Reports to members on financial status
3. Causes payment of bills
4. Prepares financial reports required by law
5. Arranges for annual audit
6. Furnishes annual financial statement

Article XII. NOMINATION & ELECTION OF OFFICERS & MEMBERS OF THE BOARD

Section XII.1

1. Alliance Board of Directors shall be nominated only by petition in the month of September of every election year. (By-Law Amendment 8-12-06)
2. In August of each election year, the Alliance shall select a nomination committee, consisting of seven (7) members.
3. This committee shall meet with the Board of Directors within ten (10) days from the membership meeting in which they have been selected, and will be informed of the duties and responsibilities required of each position to be filled.
4. The membership shall receive due notice of positions to be filled and the time, place and proper procedure for submitting petitions for nomination. "Due Notice" shall be at least fifteen (15) days prior to nominations.
5. Petition for nomination shall be available upon request from the selected committee or it may be drawn on a plain sheet of paper. Petitions must contain the following:
 - Title of office sought
 - Name of candidate
 - A signed and dated statement by the candidate: "I will serve if elected. I understand the duties and responsibilities of the position sought. I understand that I should contact a member of the Nominations and Elections committee with any further questions prior to the nominations deadline.

SAMPLE

Title of Office Sought _____

Name of Candidate _____

“I will serve if elected. I understand the duties and responsibilities of the position sought. I understand that I should contact a member of the Nominations and Elections committee with any further questions prior to the nominations deadline.

Signed _____

Dated _____

Received by the Nominations and Elections Committee _____

6. The Nomination and Election committee must receive all petitions no later than 5 pm the first business date following September 14 of each election year.
7. The Nomination and Election committee shall report to the Alliance in the month of September of an election year, in writing or electronic form of communication, it's nominations for the respective board members to be elected. (By-Law Amendment 8-12-06)

Section XII.2 Elections

1. Election of Alliance board members shall be by secret ballot of the membership in the month of October of each election year with members voting for no more than the number of vacancies. Board vacancies to be filled each year shall be no more than one half of the total number of board positions allowed under Section IV.1 after the election of 2007. At-large board members who were elected interim in 2005 shall serve until December 31, 2008. (By-Law Amendment 8-12-06)
2. Election of Alliance Officers in the month of December shall be yearly by secret ballot of the Board members who will hold office on January 1st of the following year. (By-Law Amendment 8-12-06)
3. There will be no write in candidates.
4. In the election year 2006 three (3) new board members will be nominated and elected to serve a one (1) year term. (By-Law Amendment 8-12-06)

Section XII.3 Alliance Nomination & Election Committee

1. The nomination and election of Alliance officers and board members shall be conducted under the supervision of the Nominations & Election Committee. This committee shall have the authority and responsibility to see that nominations and elections are conducted in accordance with the Alliance bylaws, with reasonable opportunity for each member to nominate and vote for the candidate of their choice.
2. "Reasonable opportunity" shall mean to comply with any existing federal, state, or local law, and also comply with any existing Alliance bylaws governing such action
3. No candidate for any position shall be permitted to serve on the nomination and elections committee
4. All questions concerning the conduct and challenges of election shall be determined by the nomination & election committee, subject to the right of appeal to the board of directors and the membership of the Alliance.
5. Ballots shall list candidate names in alphabetical order. No write in candidates will be accepted on ballots.

Section XII.4 General Provisions

1. The nomination of a person for the office of president shall also delegate the same person, if elected, to all required and/or necessary State, national or international meetings, conferences or conventions held during the term of office for which the election is being held. In the event the President is unable to serve in this capacity the Executive Vice President will assume this duty.
2. The nominee in any election receiving the majority of the votes cast shall be declared elected. If no one nominee has majority on the first ballot, the vote shall be taken again, and the two(2) nominees having the greatest number of votes on the first ballot shall be the nominees on the second ballot.

b.1 The nominees in any election for Board of Directors receiving the greatest number of votes cast in relation to the number of vacancies shall be declared elected. If two or more nominees receive an equal number of votes for the final vacancy on the Board an immediate runoff election between those nominees will be held to determine the final board member. (By-Law Amendment 8-12-06)

b.2 The nominees in any election for officers receiving the majority of the votes cast shall be declared elected. If no one nominee receives a majority on the first ballot, the vote shall be taken again and the two (2) nominees having the greatest number of votes on the first ballot shall be the nominees on the second ballot. (By-Law Amendment 8-12-06)

3. Only members of the Alliance in good standing shall be eligible to vote or hold office or board position.
4. The term for board members shall be two (2) years with a maximum of three (3) consecutive elected terms. (By-Law Amendment 8-12-06)
5. The officers and board members shall take office on January 1.
6. No person shall hold, nor be candidate for more than one office or board position at the same time.
7. In order to be a candidate for a position the member must be 18 years of age or older.

Section XII.5 Vacancies

1. A vacancy in the office of President shall be filled immediately by the Executive Vice President for the remainder of the term of office. Should the presidency become vacant again, prior to the end of the term of office, a new election for the office shall be held within 30 days, with prior notice, at a meeting of the membership.
2. Vacancies in positions other than that of the President shall be filled by the Board of Directors appointment.

XIII.AMENDMENTS TO THE BY-LAWS

After adoption, these bylaws may be amended by majority vote of the members present in an Alliance membership meeting, if the proposed amendment has been introduced at a previous membership meeting.

XIII.FISCAL YEAR

Section XVI. 1 The fiscal year of the Alliance shall be from October 1 to and including September 30.

XIII.OATH OF OFFICE

Each elected officer and board member of the Alliance shall be duly installed upon taking the following oath:

“I _____ hereby accept the office of _____ of the Missouri Film Alliance of Springfield with full knowledge of the responsibilities and duties of such office. I promise to faithfully discharge my duties according to the bylaws and policies of the Alliance. I further promise to provide my successor in office all books and records in my possession, and my assistance if required. I shall at all times endeavor to serve the Alliance to the best of my ability.

XIII.ADOPTION

These bylaws shall be adopted upon the approval of a majority of the members voting upon their adoption in the membership meeting called for that purpose.

These bylaws adopted June 18TH, 2005